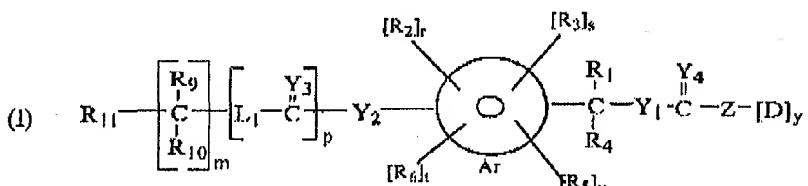


**AMENDMENTS TO THE CLAIMS:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

**LISTING OF CLAIMS**

1. (Currently amended) A compound of Formula I:



wherein:

L<sub>1</sub> is a bifunctional linking moiety;

D is a moiety that is a leaving group, or a residue of a compound to be delivered into a cell;

Z is covalently linked to [D]<sub>y</sub>, wherein Z is selected from the group consisting of: a moiety that is actively transported into a target cell, a hydrophobic moiety, and combinations thereof;

Y<sub>1</sub>, Y<sub>2</sub>, Y<sub>3</sub> and Y<sub>4</sub> are each independently O, S, or NR<sub>12</sub>;

R<sub>11</sub> is a mono- or divalent polymer residue;

R<sub>1</sub>, R<sub>4</sub>, R<sub>9</sub>, R<sub>10</sub> and R<sub>12</sub> are independently selected from the group consisting of hydrogen, C<sub>1-6</sub> alkyls, C<sub>3-12</sub> branched alkyls, C<sub>3-8</sub> cycloalkyls, C<sub>1-6</sub> substituted alkyls, C<sub>3-8</sub> substituted cycloalkyls, aryls, substituted aryls, aralkyls, C<sub>1-6</sub> heteroalkyls, and substituted C<sub>1-6</sub> heteroalkyls;

R<sub>2</sub>, R<sub>3</sub>, R<sub>5</sub> and R<sub>6</sub> are independently selected from the group consisting of hydrogen, C<sub>1-6</sub> alkyls, C<sub>1-6</sub> alkoxy, phenoxy, C<sub>1-8</sub> heteroalkyls, C<sub>1-8</sub> heteroalkoxy, substituted C<sub>1-6</sub> alkyls, C<sub>3-8</sub> cycloalkyls, C<sub>3-8</sub> substituted cycloalkyls, aryls, substituted aryls, aralkyls, halo-, nitro-, cyano-, carboxy-, C<sub>1-6</sub> carboxyalkyls and C<sub>1-6</sub> alkylcarboxyls;